

The Honorable Paul B. Snyder
Chapter 11
Hearing Date: Friday, June 11, 2010
Hearing Time: 10:30 a.m.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA

In re

WASHINGTON MUTUAL, INC.,
Debtor.

Case No. 08-12229-MFW
District of Delaware
Chapter 11

ESOPUS CREEK VALUE LP and
MICHAEL WILLINGHAM

Plaintiffs,

vs.

WASHINGTON MUTUAL, INC.,
Defendant.

Adversary No. 10-04136

**BRIAN ROSEN DECLARATION RE:
REPLY IN SUPPORT OF
WASHINGTON MUTUAL, INC.'S
MOTION TO TRANSFER, STAY, OR
DISMISS THE INSTANT ACTION**

Brian Rosen declares:

1. I am a partner with the law firm of Weil, Gotshal & Manges, LLP ("WG&M"), and am one of the attorneys representing Defendant, Washington Mutual, Inc. ("WMI"), in this case. I have personal knowledge of the facts set forth in this declaration and am competent to testify to its contents.

1 2. For more than 20 months, I and others at WG&M have been working with WMI
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3 in connection with its chapter 11 case, including the development and negotiation of its chapter
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5 11 plan, related litigation and other matters arising from its bankruptcy filing and related events.
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7 In that regard, WG&M has represented WMI in the Adversary Proceeding recently filed by the
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9 Equity Committee in the Delaware Bankruptcy Court that seeks to compel WMI to hold an
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11 annual meeting of shareholders.

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13 3. On or about May 17, 2010, Steve Sussman, lead counsel for the Equity
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15 Committee in the Adversary Proceeding pending in the Delaware Bankruptcy Court, called me
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17 to ask me whether WMI would agree to transfer this case from this Court to Delaware while
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19 reserving the Plaintiffs' right to seek remand from the Delaware Bankruptcy Court.
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21 I declare under penalty of perjury that the foregoing is true and correct.

22 EXECUTED this 8th day of June, 2010, at New York, New York.

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27 /s/ Brian Rosen
28 BRIAN ROSEN
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